

March 4, 2010

Mr. Gerald Urbantke
Marketing Communications Manager, City of Arlington
101 W. Abram Street, 3rd Fl.
Arlington, TX 76010

Dear Mr. Urbantke:

Time Warner Cable is writing to let you know about a new interactive technology we are implementing within the local franchising area known as Switched Digital Video ("SDV"). SDV is a particularly exciting bandwidth-management breakthrough that makes it possible for us to offer many additional services, including new HD channels and HD versions of popular existing channels, to our customers. SDV allows us to provide these additional services, while at the same time continuing to offer existing services, because channels delivered using SDV are transmitted over the cable system only on an as-needed basis. As a result, SDV uses system capacity more efficiently than the traditional, always-on method. In order to launch all the new services our customers want, we must also deliver some existing channels using SDV to make additional bandwidth available.

The deployment of SDV, by itself, will not have any effect on the services that we offer. In fact, SDV will have no impact whatsoever on the vast majority of our customers. However, SDV will affect the ability of one-way CableCARD-equipped retail devices (also known as Unidirectional Digital Cable Products or "UDCPs") to access certain channels absent additional equipment. For that reason, we are notifying both customers who own UDCPs and the relevant local franchising authorities ("LFAs") of this upcoming change.

Starting on April 5, 2010, Time Warner Cable will begin providing a number of our existing, lesser-viewed channels via SDV. The list is as follows:

A&E HD	Expanded Basic HD Channel 754
ABC Family HD	Expanded Basic HD Channel 778
Animal Planet HD	Expanded Basic HD Channel 757
Biography HD	Digital Plus HD Channel 764
Bravo HD	Expanded Basic HD Channel 763
CBS College Sports HD	Sports Tier HD Channel 790
CNBC HD	Expanded Basic HD Channel 765
CNN HD	Expanded Basic HD Channel 740
Discovery Channel HD	Basic HD Channel 756
Disney HD	Expanded Basic HD Channel 775
Disney XD HD	Digital Basic HD Channel 776
ESPN HD	Expanded Basic HD Channel 780
ESPN2 HD	Expanded Basic HD Channel 785

ESPNNews HD	Digital Basic HD Channel 783
EPSNU HD	Digital Basic HD Channel 784
Food Network HD	Expanded Basic HD Channel 752
FOX News HD	Expanded Basic HD Channel 741
FOX Sports HD	Expanded Basic HD Channel 787
FX HD	Expanded Basic HD Channel 768
Golf HD	Expanded Basic HD Channel 789
Hallmark Movie Channel HD	Digital Basic HD Channel 774
HD Theater	Expanded Basic HD Channel 755
HGTV HD	Expanded Basic HD Channel 753
History HD	Expanded Basic HD Channel 745
Lifetime Movie Channel HD	Digital Basic HD Channel 751
National Geographic HD	Digital Basic HD Channel 771
Planet Green HD	Digital Basic HD Channel 760
Science Channel HD	Digital Basic HD Channel 761
Speed HD	Expanded Basic HD Channel 788
SyFy HD	Expanded Basic HD Channel 762
TBS HD	Expanded Basic HD Channel 744
TLC HD	Expanded Basic HD Channel 758
TNT HD	Expanded Basic HD Channel 770
Travel Channel HD	Expanded Basic HD Channel 759
USA HD	Expanded Basic HD Channel 769
Versus HD	Expanded Basic HD Channel 786
Weather Channel HD	Expanded Basic HD Channel 738
MAVTV HD	HD Tier Channel 807
MGM HD	HD Tier Channel 797
Universal HD	HD Tier Channel 805
Smithsonian Channel HD	HD Tier Channel 806
Cinemax East HD	Premium Channel 825
STARZ East HD	Premium Channel 835

The current generation of CableCARD-compatible devices sold at retail is only capable of accessing our one-way services. Such devices were not designed to be compatible with SDV, which is a two-way service. As a result, once the channels listed above are delivered using SDV technology, they will not be accessible via UDCPs. However, to ensure that our customers can view programming delivered via SDV, we are pleased to announce that we are making the following special offers.

HD TiVo and Moxi HD DVRs: For customers with CableCARD-equipped HD TiVo digital video recorders (“DVRs”) (specifically, TiVo Series3, TiVo HD, and TiVo HD XL DVRs) and Moxi HD DVRs, Time Warner Cable has worked with the rest of the cable industry and TiVo Inc. to develop an external device called the Tuning Adapter. The Tuning Adapter is designed to work in conjunction with customers’ HD TiVo or Moxi HD DVRs, and it will allow these customers to receive programming delivered using SDV technology, but not our other interactive features (such as the Electronic Programming Guide, Video On Demand, and other two-way services that, by design,

their DVRs cannot access) while they continue to enjoy all the features of their DVRs. For more information, please visit <http://www.timewarnercable.com/tuningadapter>.

HD TiVo and Moxi HD DVR users who would like to receive programming delivered using SDV are eligible to receive a Tuning Adapter for each CableCARD-equipped DVR, which we will provide at no charge.[‡] Those customers will continue to pay the standard lease rate for their CableCARD(s).

Windows 7 Media Center PCs: Certain Media Center PCs connected to CableCARD-equipped Digital Cable Tuners (also known as OCURs) and running the Microsoft Windows 7 operating system can utilize a Tuning Adapter to receive programming delivered using SDV technology. For more information on Media Center PC Tuning Adapter compatibility, please visit <http://www.timewarnercable.com/tuningadapter>.

Customers with Tuning Adapter-compatible Media Center PCs who would like to receive programming delivered using SDV are eligible to receive a Tuning Adapter for each CableCARD-equipped Digital Cable Tuner, which we will provide at no charge.[§] They will continue to pay the standard lease rate for their CableCARD(s).

Other CableCARD-Equipped Devices: For customers currently renting CableCARDs for use in UDCPs that are not compatible with the Tuning Adapter, Time Warner Cable will provide one basic HD converter per UDCP in exchange for the CableCARD(s) used in that device. This basic HD converter will allow these customers to receive programming delivered using SDV, but not our other interactive features (such as the Electronic Programming Guide, Video On Demand, and other two-way services that, by design, UDCPs cannot access). For at least one year, these customers will pay the same monthly price for each basic HD converter that they are currently paying to rent a CableCARD. (Additional charges may apply after the initial one-year period if customers wish to continue to use the basic HD converter(s) at that time.)

To take advantage of this unique opportunity, customers must present the letter they receive announcing these offers (and, for UDCPs that are not compatible with the Tuning Adapter, the CableCARD(s) from each UDCP for which they would like a basic HD converter) at one of the locations listed below, during the following hours, within 60 days of the date of the letter:

ARLINGTON
2421 Matlock Road
Arlington, TX 76015
M-F 8am-6pm
Sat 8am-5pm
972-742-5892

[‡] Terms and conditions subject to change.

[§] Terms and conditions subject to change.

DALLAS

1565 Chenault Street

Dallas, TX 75228

M-F8am-6pm

Sat 8am-5pm

972-742-5892

DESOTO

223 W. Dalton

DeSoto, TX 75115

M-F9am-1pm/2pm-6pm

972-742-5892

FARMERS BRANCH

14079 Senlac Drive

Farmers Branch, TX 75234

M-F8am-6pm

Sat 8am-5pm

972-742-5892

GARLAND

934 East Centerville

Garland, TX 75041

M-F8am-6pm

Sat 8am-5pm

972-742-5892

GRAPEVINE

820 W. Northwest Highway

Grapevine, TX 76051

M-F9am-1pm/2pm-6pm

972-742-5892

GREENVILLE

4520 Stonewall Street

Greenville, TX 75401

M-S8am-5pm

903-455-0012

IRVING

3301 W. Royal Lane

Irving, TX 75063

M-F8am-6pm

972-742-5892

MESQUITE

327 Gross Road

Mesquite, TX 75149

M-F9am-1pm/2pm-6pm

972-742-5892

PLANO

1414 Summit Avenue

Plano, TX 75074

M-F8am-6pm


Sat 8am-5pm

972-742-5892

RICHARDSON
1776 N. Greenville Avenue
Richardson, TX 75080
M-F 9am-1pm/2pm-5pm
972-742-5892

Please let us know if you have any questions.

Thank you.

A handwritten signature in black ink, appearing to read 'Clem Maddox', with a stylized flourish at the end.

Clem Maddox
Director of Government Relations